

Exhibit 2

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**DECLARATION OF DEANNA HORST IN SUPPORT OF DEBTORS' MOTION
FOR AN ORDER PURSUANT TO SECTION 105 OF THE BANKRUPTCY
CODE AND RULE 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
APPROVING SETTLEMENT AGREEMENTS BETWEEN THE DEBTORS AND
THE TRUSTEE OF THE LIQUIDATING TRUSTS OF THE PC DEBTORS**

I, Deanna Horst, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I am the Senior Director of Claims Management for Debtor¹ Residential Capital LLC and its affiliates ("ResCap"). I submit this Declaration in support of the Debtors' Motion under section 105 of title 11 of the United States Code and Rule 9019 of the Federal Rules of Bankruptcy Procedure for entry of an order approving the Settlement Agreements between the Debtors and the Trustee of the Liquidating Trusts of the PC Debtors (the "Motion").

2. I have been at affiliates of ResCap for 11 years, the last 9 months in my current position. In 2001, I was the Director, Responsible Lending Manager, managing the responsible lending on site due diligence program. In 2002, I became the Director of Quality Asset Management, managing Client Repurchase, QA and Compliance. In 2006, I became the Vice President of the Credit Risk Group, managing Correspondent and Broker approval and monitoring, and in 2011, I became the Vice President, Business Risk and Controls. In my

¹ Capitalized terms not otherwise defined herein shall have the definitions ascribed to them in the Motion.

current position, I am responsible for Claims Management and Reconciliation and Client Recovery. In such role, I am frequently responsible for reviewing and evaluating proposed settlements. Except as otherwise indicated, all statements in this Declaration are based upon: my personal knowledge; information supplied or verified by personnel in departments within the Debtors' various business units; my review of the Debtors' books and records as well as other relevant documents; my discussions with other members of the Debtors' management team; information supplied by the Debtors' consultants; or my opinion based upon experience, expertise, and knowledge of the Debtors' operations, financial condition and history. In making my statements based on my review of the Debtors' books and records, relevant documents, and other information prepared or collected by the Debtors' employees or consultants, I have relied upon these employees and consultants to accurately record, prepare, collect, and/or verify any such documentation and other information. If I were called to testify as a witness in this matter, I would testify competently to the facts set forth herein.

3. Based upon my analysis of the potential recoveries the Debtors could ultimately realize should they proceed with the litigation of the Proofs of Claim, the Settlement Agreements constitute a fair and reasonable resolution. This conclusion is based upon an extensive review of the facts underlying the repurchase and related claims, which form the foundation of the Proofs of Claim conducted under my supervision. Among other factors, we assessed the Debtors' documents in support of the claims and the risks involved in litigating disputed claims. Furthermore, the costs that would inevitably accrue if the Debtors were required to continue negotiating and litigating the value of the Proofs of Claim would be substantial especially with respect to the repurchase claims. Because the Trustee of the Liquidating Trusts reviewed these

claims on a loan-by-loan basis, an objection to the repurchase claims in particular would require the Debtors to expend substantial additional time and expense to defend the claims.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 18, 2013, at Fort Washington, Pennsylvania.



Deanna Horst
Claims Reconciliation Officer, Residential
Funding Company, LLC and Homecomings
Financial, LLC